



Entered on Docket
February 15, 2007

Linda B. Riegler

Hon. Linda B. Riegler
United States Bankruptcy Judge

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*Counsel for the Official Committee of Equity Security Holders of
USA Capital First Trust Deed Fund, LLC*

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:) BK-S-06-10725-LBR
USA COMMERCIAL MORTGAGE COMPANY) Chapter 11
Debtor)
In re:) BK-S-06-10726-LBR
USA CAPITAL REALTY ADVISORS, LLC,) Chapter 11
Debtor)
In re:) BK-S-06-10727-LBR
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,) Chapter 11
Debtor)
In re:) BK-S-06-10728-LBR
USA CAPITAL FIRST TRUST DEED FUND, LLC,) Chapter 11
Debtor)
In re:) BK-S-06-10729-LBR
USA SECURITIES, LLC,) Chapter 11
Debtor)
Affects)
<input type="checkbox"/> All Debtors)
<input type="checkbox"/> USA Commercial Mortgage Co.)
<input type="checkbox"/> USA Securities, LLC)
<input type="checkbox"/> USA Capital Realty Advisors, LLC)
<input type="checkbox"/> USA Capital Diversified Trust Deed)
<input checked="" type="checkbox"/> USA First Trust Deed Fund, LLC)

DATE: February 15, 2007
TIME: 9:30 a.m.

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**ORDER RE STIPULATION RE MOTION BY THE OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED FUND
LLC TO ESTIMATE AN ADEQUATE RESERVE FOR UNLIQUIDATED AND
DISPUTED CLAIMS IN ORDER TO PERMIT FURTHER DISTRIBUTIONS TO
FTDF MEMBERS (KANTOR)**

The Court having considered the Stipulation re Motion by the Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC to Estimate an Adequate Reserve for Unliquidated and Disputed Claims in Order to Permit Further Distributions to FTDF Members (Kantor) (the "Stipulation") and good cause appearing:

IT IS HEREBY ORDERED THAT the Stipulation is approved.

IT IS FURTHER ORDERED THAT on an interim basis, in order to allow the FTDF to make the February Equity Distribution¹ a reserve (the "February Kantor Reserve") in the amount of \$1.00 shall be established on behalf of the Kantor Claims. The February Kantor Reserve shall only apply with respect to the February Equity Distribution.

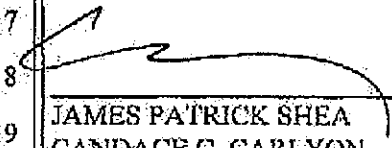
IT IS FURTHER ORDERED THAT the FTDF Committee retains all of its rights to seek to establish a reserve for the Kantor Claims (a "Future Kantor Reserve") with regard to any further distributions to the equity holders of the FTDF before the Kantor Claims have been allowed, disallowed, or fixed. Furthermore, the Kantors retain all of their rights to object to any such distributions to equity holders in the future. The amount of any Potential Future Kantor Reserve for the Kantor Claims shall be established by further order of the Court.

IT IS FURTHER ORDERED THAT the Stipulation and this Order shall have no preclusive, *res judicata*, or otherwise prejudicial effect on the ultimate amount of the Kantor Claims, which shall be determined by further order of the Court. The Kantor Claimants and

1 the FTDF Committee retain all of their rights, including with respect to future "prove up" of
2 the amount of the Kantor Claims in the event the Kantor Claims are not disallowed based
3 upon the pending Objection to the Kantor Claims, which is set for hearing on March 1, 2007.
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5 SUBMITTED BY:

6 SHEA & CARLYON, LTD.

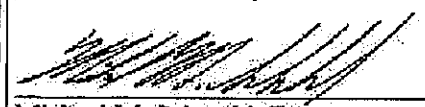
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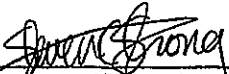
23 APPROVED/DISAPPROVED:

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¹ Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Stipulation.

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